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Attorneys for KPMG LLP,
Tax and Transaction Services
Advisors to Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
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**NOTICE OF SECOND APPLICATION OF KPMG LLP, AS TAX AND
TRANSACTION SERVICES ADVISORS TO THE DEBTORS, FOR INTERIM
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

PLEASE TAKE NOTICE that the Second Application of KPMG LLP, as Tax and Transaction Services Advisors to the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From February 1, 2006 Through May 31, 2006 (the "Application") was filed with the United States Bankruptcy Court for the Southern District of New York on August 3, 2006. The Application seeks approval of reasonable compensation for professional legal services rendered

and expenses related thereto incurred by KPMG LLP, as tax and transaction services advisors to Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), for the period commencing February 1, 2006 through and including May 31, 2006 (the “Compensation Period”), in the amount of \$7,813,833.04, consisting of \$7,383,043.00 of fees and \$430,790.04 of expenses.

PLEASE TAKE FURTHER NOTICE that a hearing on the approval of the Application will be held on October 19, 2006 at 10:00 am (prevailing Eastern Time) in the Courtroom of the Hon. Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the entry of an Order granting the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bank. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, and (III) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e) (Docket No. 245) (the “Case Management Order”), (c) must state with particularity the legal and factual bases for the objection, (d) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court’s case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) must be submitted in

hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (f) must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn.: General Counsel), (ii) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr.); (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn.: Alicia M. Leonhard), and (iv) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036 (Attn.: H. Slayton Dabney, Jr., Esq.), in each case so as to be, received on or before October 12, 2006, at 4:00 p.m. (prevailing Eastern Time).

Dated: New York, New York
August 3, 2006

KING & SPALDING LLP

By: /s/ H. Slayton Dabney, Jr.
H. Slayton Dabney, Jr., Esq.

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